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IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION  
CASE NO. 1:20-cv-03882

MICHAEL WACHALA, et al., )  
)  
Plaintiffs, )  
)  
-vs- )  
)  
ASTELLAS US LLC, et al., )  
)  
Defendants. )

CONFIDENTIAL VIDEOTAPED ZOOM  
DEPOSITION OF JACQUELINE GOUGH

The deposition upon oral examination of  
JACQUELINE GOUGH, a witness produced and sworn  
before me, Tracy Larimore, RPR, Notary Public in and  
for the County of Allen, State of Indiana, taken on  
behalf of the Defendants, conducted remotely via  
Zoom, on the 20th day of August, 2021, scheduled to  
commence at 8:00 a.m., CST pursuant to the Rule 30  
of the Federal Rules of Civil Procedure with written  
notice as to time and place thereof.

Job No. CS4769178

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1       A    I talked about what the lawsuit was about, and  
2            what it might mean to, to participate in the  
3            lawsuit, that the time and effort it would mean,  
4            and whether it was a significant concern that --  
5            significant enough concern that I would want to  
6            participate.

7       Q    What do you recall telling your husband what the  
8            lawsuit was about?

9       A    It was about whether the funds that had been  
10            invested on the part of Astellas's current and  
11            former employees who had participated in the  
12            plan, and whether they had been handled well,  
13            whether they had -- the choice of investments  
14            was appropriate and whether the, the management  
15            had been appropriate.

16      Q    And you also mentioned, you talked to him about  
17            the time and effort. What did you tell him  
18            about, you know, your understanding of the time  
19            and effort that it would take for you to be a  
20            named plaintiff in the case?

21      A    That it would, it would be some effort. There  
22            would be some time commitment to, to do some  
23            work, to participate. And evaluating that  
24            against the many things that we had ongoing at  
25            the time.

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Exhibit 24 at 2

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1 Q And some work, you know, what, what does that  
2 mean to you, like ballpark in, in hours?

3 A In hours? I, I didn't know in hours at the time  
4 what it would take, but I understood it was  
5 going to be several conversations with the legal  
6 team and potential for this deposition, as well  
7 as some effort to produce documents and answer  
8 questions.

9 Q Did you, did you -- was it your understanding  
10 that it would be a significant amount of time?

11 A It was not my understanding that it would be a  
12 significant amount of time, but that it would  
13 not be -- it would not be trivial.

14 Q And was it your understanding that there would  
15 be some reward for the time you spent?

16 A There -- that is entirely up to the Court. I  
17 was -- no expectation was created.

18 Q Is it your understanding at the time, or now,  
19 that if the Court grants in your favor, you will  
20 be compensated beyond just -- beyond as just a  
21 member of the class?

22 A My understanding is that there is a potential  
23 for that, but no guarantee. And it, and it, it  
24 is not -- I'm not relying on that.

25 Q You're say -- you're -- just so I understand,

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1           when you say you're not relying, you would have  
2           joined as a named plaintiff regardless of  
3           whether, whether there would be any additional  
4           compensation for being a named plaintiff?

5       A    Yes, that is true.

6       Q    So how did you reach the conclusion that it was  
7           worth your time and effort, even if, you know,  
8           there is uncertainty that you would get anything  
9           monetarily extra out of that time and effort?

10      A    When, when there's the potential for people to  
11           not be good conservators of money, people invest  
12           for retirement, I -- I'm -- that concerns me.  
13           Like many others, I don't spend a lot of time  
14           watching what happens with my retirement funds.  
15           I rely on the people who are hired to do that to  
16           do a good job. And so if they aren't living up  
17           to their obligations, then that's a concern.  
18           And so I feel that that should be called out.

19      Q    So it's your position that the individuals with  
20           responsibility to manage the Astellas 401(k)  
21           plans were not good conservators of that  
22           retirement plan?

23      A    I believe that's what the lawsuit alleges, yes.

24      Q    Did you believe that though, yourself?

25      A    Yes.

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1 A I do not recall.

2 Q Do you recall if you were invested in any of the  
3 funds that are being challenged in this case?

4 A I don't believe I am, I did -- to the best of my  
5 recollection, I am not involved in those  
6 specific funds.

7 Q Do you think it's important as a named plaintiff  
8 to be invested in one of the funds that's being  
9 challenged in the case?

10 MR. BUMB: Objection.

11 A I think it's important to be invested in the  
12 plan, because it's the plan as a whole that  
13 matters.

14 Q And if, if you were not invested in any of the  
15 funds that's being challenged in the Complaint,  
16 what's your understanding to how the outcome of  
17 this -- this lawsuit could affect you  
18 personally?

19 A If I'm not part of those specific funds, I still  
20 believe that there's a management fee component  
21 to this, but, ultimately, I am not in this for  
22 great monetary gain, I'm in this because it's  
23 the right thing to do.

24 Q And what do you mean by a "management fee"?

25 A The, the cost of managing the funds represented.

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1           this marks the beginning of Media Unit Number 4.

2           You may proceed. Thank you.

3       BY MR. BLOCK:

4       Q   Let's shift now to talking about sort of your  
5           adequacy as a class representative.

6           So first question, sort of following up on  
7           what we just discussed is: Why do you think  
8           that you're in a good position to represent the  
9           class in this case?

10      A   I am a plan participant. I have been a plan  
11           participant since 2018. I remain a plan  
12           participant, and so I'm still impacted by  
13           decisions that the defendants make about the  
14           plan.

15      Q   Do you think that you can adequately represent  
16           people who invest in the Aon Funds when you,  
17           yourself, never invested in the Aon Fund?

18           MR. BUMB: Objection.

19      A   I think I can adequately represent employees and  
20           former employees who have invested in the plan  
21           as a whole, whether it was with an Aon Fund or a  
22           non-Aon Fund.

23      Q   Do you think that you can adequately represent  
24           people who allege to be in the higher-cost share  
25           class, if it is true that you, yourself, was

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1 never in a fund that was in a supposedly  
2 higher-cost share class?

3 A So --

4 MR. BUMB: Objection.

5 A -- again, I'm, I'm representing the totality of  
6 investors. That, that is my role as a class  
7 representative. It's not just people who match  
8 my particular investment experience.

9 Q And why do you think it is that, you know, you  
10 can represent someone who, who was, you know,  
11 affected by allegations in the Complaint that  
12 you weren't affected by?

13 A I -- I'm -- I remain affected by the, the  
14 decisions and the -- the management decisions,  
15 the oversight decisions made about the plan as a  
16 whole. And so I, I am still part of the class  
17 of affected individuals.

18 Q Okay. So what do you understand your duties as  
19 a class representative to be?

20 A My duties are to be available to answer  
21 questions, to answer the interrogatories, to  
22 provide documents as required, to participate in  
23 this deposition, and if required, should it go  
24 to trial, to participate in the trial.

25 Q I think the first thing you said was answer

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1           that?

2           A    Correct.

3           Q    Is it one of your duties to stay apprised of the  
4                litigation?

5           A    Yes, which I would rely on my attorneys to keep  
6                me apprised.

7           Q    So have you stayed apprised of the litigation?

8           A    To the best of my ability, yes.

9           Q    And how have you done so?

10          A    Through routine conversations with my lawyer.

11          Q    Do you think it's important for you to stay  
12                apprised of what's happening in the litigation?

13          A    I think it's important to know if anything  
14                further is required of me, but I, I don't think  
15                the case is going to hinge on whether or not I'm  
16                aware of anything associated with the  
17                litigation.

18          Q    Because your job is to -- as a class  
19                representative, is to monitor your lawyers, not  
20                run the case; is that right?

21                       MR. BUMB:  Objection.

22          A    Say that again?

23          Q    Yeah.

24                       Because your job, as class representative,  
25                is to monitor the lawyers on behalf of the



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1           someone who's monitoring to understand, you  
2           know, the main takeaways from that [inaudible]  
3           document?

4           A    I'm, I'm understanding the main takeaways from  
5           the document when I review it, but I usually  
6           have follow-up questions to my legal team to, to  
7           understand what the document is saying and  
8           making sure that I understand what the intent  
9           is.

10          Q    So, so when you're monitoring your  
11          lawyers -- strike that.

12                   When you're monitoring someone like your  
13          lawyers, who are working in a fiduciary  
14          capacity, your obligation is not to recreate the  
15          work that the fiduciary has done, but just to,  
16          you know, understand it and check that the  
17          process makes sense?

18                   MR. BUMB:  Objection.

19          A    The intent is to understand that thought went  
20          into the, the decisions about how to move  
21          forward; that, that options were considered;  
22          that, that they did the, the work to make a good  
23          decision.  It's not important that I understand  
24          everything about the content of the work, but  
25          that I have done -- that I've asked the right

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1           questions to make sure that they have done the  
2           work appropriately.

3       Q   All right.  Because if you were going to do the  
4           work yourself, there would be no reason to  
5           hire --

6       A   No.

7       Q   Speaking of hiring, before you hired Schlichter  
8           Bogard & Denton, did you evaluate any other  
9           lawyers to represent you in this matter?

10      A   I did not.

11      Q   Why not?

12      A   The -- because I joined the lawsuit already in  
13           progress.  They were already the lawyers of  
14           record for the lawsuit, and they have a  
15           excellent reputation in this arena.

16      Q   How do you know if you have adequate repris- --  
17           representation without comparing the lawyers to  
18           other lawyers?

19      A   It is based on experience.  It's based on  
20           answers to my questions, about how this works,  
21           and how to proceed.  It's, it's based on  
22           ascertaining if they understand how to do a good  
23           job.

24      Q   And you mentioned one of the things that you  
25           relied on was the reputation of your lawyers.

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1 STATE OF INDIANA )  
2 ) SS:

3 COUNTY OF ALLEN )

4 I, Tracy L. Larimore, a Registered  
5 Professional Reporter and Notary Public in and for  
6 the County of Allen, State of Indiana at large, do  
7 hereby certify that JACQUELINE GOUGH, the deponent  
8 herein, was by me first duly sworn to tell the  
9 truth, the whole truth, and nothing but the truth in  
10 the aforementioned matter;

11 That the foregoing deposition was taken on  
12 behalf of the Defendants, taken remotely via Zoom,  
13 on the 20th day of August, 2021, commencing at the  
14 hour of 8:00 a.m. CST, pursuant to the Rules;

15 That said deposition was taken down  
16 stenographically and transcribed under my direction,  
17 and that the typewritten transcript is a true record  
18 of the testimony given by the said deponent; and  
19 thereafter presented to said deponent for her  
20 signature;

21 That the parties were represented by their  
22 counsel as aforementioned.

23 I do further certify that I am a  
24 disinterested person in this cause of action; that I  
25 am not a relative or attorney of any party, or  
otherwise interested in the event of this action,  
and am not in the employ of the attorneys for any  
party.

IN WITNESS WHEREOF, I have hereunto set my  
hand and affixed my notarial seal this 2nd day of  
September, 2021.



Tracy L. Larimore

Seal

Notary Public, State of Indiana

Commission No. 657233

My Commission Expires August 21, 2022